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Intercapital



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THOMSON  
FINANCIAL

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FEDERAL EXPRESS

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549-0405

Re: ICAP plc - AVS No. 159481 and 863609

Ladies and Gentlemen:

On behalf of ICAP plc, in accordance with Rule 12g3-2(b) under the Securities Exchange Act, we are furnishing with this letter the attached information that ICAP plc has made public pursuant to the laws of England, has filed with the London Stock Exchange or has distributed to its shareholders.

Please acknowledge receipt of this information by stamping the enclosed copy of this letter and returning it to us in the enclosed stamped, self-addressed envelope.

Very truly yours,

Roger C. Campbell  
Senior Vice President &  
General Counsel

RC:nj  
Enclosures

22w 4/19



## Memorandum

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**To:** Charles Gregson  
Michael Spencer  
Jim Pettigrew  
Declan Kelly  
David Gelber  
Mike Sheard  
Edward Pank

**cc:** Roger Campbell (for US filing) – 001 201 369 5678  
Ed Knight Merrill Lynch 020 7996 2919 *6 pages*

**From:** Helen Broomfield

**Date:** 16 April 2002

**Subject:** Announcement to the Stock Exchange  
Intercapital Private Group

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Please find attached a copy of a letter sent to the London Stock Exchange Announcements Office today.

Kind regards

A handwritten signature in cursive script, appearing to read "Helen".

**Helen Broomfield**  
**Deputy Company Secretary**

Encs.





15 April 2002

Company Announcements Office  
Old Broad Street  
London  
EC2N 1HP

Dear Sirs

ICAP plc  
AVS No: 159481 and 863609

In accordance with Section 9.11 of the Listing Rules, please find attached a Schedule 10 notification in respect of a declaration received pursuant to Section 198 of the Companies Act 1985.

In addition, please find enclosed a Schedule 11 notification in respect of a declaration received pursuant to Section 199(2) of the Companies Act 1985.

Would you kindly confirm receipt of the announcement by telephoning me on 020 7463 4388.

Yours faithfully

A handwritten signature in cursive script, appearing to read "Helen Broomfield".

Helen Broomfield  
Deputy Company Secretary

Enc.



ICAP plc  
Park House  
16 Finsbury Circus  
London EC2M 7UR  
Tel +44 (0) 20 7038 7592  
Fax +44 (0) 20 7374 6743  
[www.icap.com](http://www.icap.com)

May 2000

Schedule 10

**SCHEDULE 10****NOTIFICATION OF MAJOR INTERESTS IN SHARES**

AVS NO

**159481**

All relevant boxes should be completed in block capital letters.

1. Name of company <b>ICAP plc</b>		2. Name of shareholder having a major interest <b>INTERCAPITAL PRIVATE GROUP LIMITED</b>	
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18  <b>AS PER 2</b>		4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them  <b>AS PER 2</b>	
5. Number of shares/amount of stock acquired	6. Percentage of issued class	7. Number of shares/amount of stock disposed	8. Percentage of issued class
		<b>96,819</b>	<b>0.09%</b>
9. Class of security <b>ORDINARY SHARES OF 50p EACH</b>		10. Date of transaction <b>15.04.02</b>	11. Date company informed <b>15.04.02</b>
12. Total holding following this notification  <b>888,950</b>		13. Total percentage holding of issued class following this notification  <b>0.88%</b>	
14. Any additional information <b>SEE ATTACHED NOTIFICATION FROM INTERCAPITAL PRIVATE GROUP LIMITED</b>		15. Name of contact and telephone number for queries  <b>HELEN BROOMFIELD 020 7403 4388</b>	
16. Name and signature of authorised company official responsible for making this notification  <i>Helen Broomfield</i> <b>HELEN BROOMFIELD DEPUTY COMPANY SECRETARY</b> Date of notification: 15 April 2002			

Company Announcements Office, Old Broad Street, London EC2N 1HP  
 Facsimile: 020 7500 8057, 020 7334 0964/0965/0900 (PLEASE DO NOT POST)  
 Enquiries: Company Monitoring and Enquiries; UK Listing Authority

# INTERCAPITAL

To: The Directors  
ICAP plc  
(the "Company")

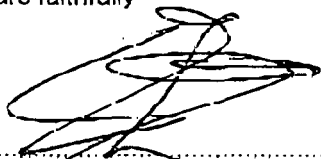
15 April 2002

Dear Sirs

## Notification concerning interests in shares

- 1 We, Intercapital Private Group Limited ("IGL") of Park House, 16 Finsbury Circus, London EC2M 7PQ, being a shareholder of the Company, hereby give notice to the Company, pursuant to the provisions of Section 198(1) of the Companies Act 1985 (the "Act"), of the event referred to in paragraph 3 below.
- 2 This notice is given in fulfilment of, and for the express purpose of discharging the obligations imposed on us and Mr and Mrs Spencer (who are interested in 42 per cent. of the share capital of IGL) by, the said Section and arising out of the transactions referred to in paragraph 3 below.
- 3 On 15 April 2002, pursuant to agreements with a number of minority shareholders in our subsidiary company Intercapital Brokerage Services Limited ("IBS"), we disposed of 96,819 ordinary shares of 50 pence each in the capital of the Company.
- 4 Immediately following the disposal referred to in paragraph 3 above, we and Mr and Mrs Spencer had a notifiable interest (within the meaning of Section 199(2) of the Act), in 26,092,910 shares of 50 pence each in the capital of the Company, 886,950 of which being registered in our name and the balance of 25,109,141 being registered in the name of Incap Netherlands (I-Holdings) BV.

Yours faithfully



For and on behalf of  
Intercapital Private Group Limited  
Mr & Mrs M Spencer

May 2000

Schedule 11

## SCHEDULE 11

## NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

AVG NO 863609

All relevant boxes should be completed in block capital letters.

1. Name of company <b>ICAP plc</b>		2. Name of director <b>MR MICHAEL SPENCER</b>	
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest  <b>MR M SPENCER AND MRS SPENCER</b>		4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)  <b>INTERCAPITAL PRIVATE GROUP LTD (1,014,644) INCAP NETHERLANDS (HOLDINGS) BV (25,109,141)</b>	
5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s)		6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary  <b>TRANSFER OF SHARES</b>	
7. Number of shares/amount of stock acquired	8. Percentage of issued Class	9. Number of shares/amount of stock disposed	10. Percentage of issued class
		<b>96,819</b>	<b>0.09%</b>
11. Class of security <b>ORDINARY SHARES 50P</b>	12. Price per share <b>(NOT YET DETERMINED)</b>	13. Date of transaction <b>15/04/02</b>	14. Date company informed <b>15/04/02</b>
15. Total holding following this notification <b>INTERCAPITAL PRIVATE GROUP LTD 886,950 INCAP NETHERLANDS (HOLDINGS) BV 25,109,141</b>		16. Total percentage holding of issued class following this notification <b>INTERCAPITAL PRIVATE GROUP LTD 0.88% INCAP NETHERLANDS (HOLDINGS) BV 25%</b>	
If a director has been granted options by the company please complete the following boxes.			
17. Date of grant		18. Period during which or date on which exercisable	
19. Total amount paid (if any) for grant of the option		19. Description of shares or debentures involved: class, number	
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise		22. Total number of shares or debentures over which options held following this notification	
23. Any additional information  <b>SEE ATTACHED APPENDIX</b>		24. Name of contact and telephone number for queries <b>HELEN BROOMFIELD 020 7463 4388</b>	
25. Name and signature of authorised company official responsible for making this notification  <i>Helen Broomfield</i> <b>HELEN BROOMFIELD DEPUTY COMPANY SECRETARY</b> Date of notification: <b>21 March 2002</b> <b>15 April</b>			

Company Announcements Office, Old Broad Street, London EC2N 1HP  
 Facsimile: 020 7586 6067, 020 7334 8964/8965/8966 (PLEASE DO NOT POST) Enquiries: Company Monitoring and Enquiries;  
 UK Listing Authority

**APPENDIX**

Intercapital Private Group Limited ("IGL") has arrangements in place whereby ICAP plc shares will be transferred to minority shareholders in IGL's subsidiary, Intercapital Brokerage Services Limited. These transfers are pursuant to that arrangement. The arrangement dates back to the merger between Intercapital plc and Exco plc in 1998. The balance of the entitlement now amounts to 356,950 shares of ICAP representing 0.35% of the outstanding shares of the company.

Because Michael Spencer owns more than one third of the shares in Intercapital Private Group Limited, he is deemed by the Companies Act, 1985 to be interested in all the shares owned by it. His economic interest in ICAP plc is not altered by this transaction.

15 April 2002